

AMENDMENT TO OIL, GAS AND MINERAL LEASE

Reference is hereby made to that certain Oil and Gas Lease (hereinafter referred to as "Lease") dated the 30th day of October, 2007, by and between **CITY OF FORT WORTH, a home rule municipal corporation of the State of Texas**, as Lessor, and **CHESAPEAKE EXPLORATION, L.L.C., successor by merger to Chesapeake Exploration Limited Partnership**, as Lessee, whose address is P.O. Box 18496, Oklahoma City, Oklahoma 73154, which lease is recorded by Memorandum of Oil and Gas Lease in Document Number D207426993, of the Official Public Records of Tarrant County, Texas covering the following described lands located in Tarrant County, Texas, to wit:

SEE EXHIBIT "A" ATTACHED HERETO

Whereas it is the desire of said Lessor and Lessee to amend the description of said Lease.

Now Therefore, for good and valuable consideration paid herein, the undersigned do hereby delete the Exhibit "A" of said lease, and in its place insert Exhibit "A-1" attached hereto.

Furthermore the undersigned do hereby ratify, adopt and confirm said Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto Chesapeake Exploration, L.L.C., the present owner of said Lease, the premises described above, subject to and in accordance with all of the terms and provisions of said Lease as hereby amended.

This agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

EXECUTED effective the 16th day of Dec., 2008.

Lessor

City of Fort Worth



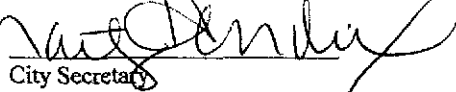
By:

Fernando Costa

Title:


Assistant City Manager

ATTEST:


City Secretary

NO M&C REQUIRED

APPROVED AS TO FORM AND LEGALITY:

BY: 
Assistant City Attorney

Date: 12-10-08

Lessee

CHESAPEAKE EXPLORATION, L.L.C.,
an Oklahoma limited liability company

CHESAPEAKE EXPLORATION, L.L.C.

By: [Signature]
Henry J. Hood, Sr. V. P. - Land and Legal &
General Counsel

ERP
GKD

L

STATE OF TEXAS

COUNTY OF TARRANT

BEFORE ME, Keasha Huger, the undersigned notary public, on this day personally appeared Henry Hood, known to me to be the person whose name is subscribed to the foregoing instrument and, that (s)he has executed the same for the purposes and consideration therein expressed.

STATE OF OKLAHOMA §

COUNTY OF OKLAHOMA §

The instrument was acknowledged before me on this 13th day of January, 2008, by Henry Hood, as Sr. VP - Land & Legal of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said company.

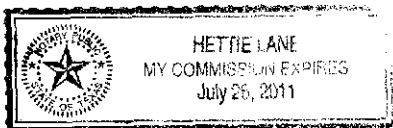


Notary Public, State of Oklahoma

STATE OF TEXAS §

COUNTY OF TARRANT §

On this 11th day of December, 2008, before me, the undersigned notary public, personally appeared Fernando Costa, Assistant City Manager of the City of Fort Worth, known to me to be the person whose name is subscribed to the foregoing instrument and that he has executed the same for the purposes and consideration therein expressed.



[Signature]
Notary Public, State of Texas

EXHIBIT "A"

30.024 acres of land (Berry/Yuma Yard), more or less, and more thoroughly described as follows:

Tract # 1 (7.57 acres):

Portions of the George W. Hartzog and W.R. Loving Surveys situated about 3 1/2 miles southeast from the Courthouse in Tarrant County, Texas, and embracing a portion of the second tract described in the deed from Lena Renfro et Al, to Lizzie Dupre, of record in Vol. 401, page 485, of the Deed Records of Tarrant County.

Beginning at a northeast corner of said tract in the east line of the said W.R. Loving Survey and 869 varas south from the northeast corner of the said Hartzog Survey.

Thence south along said east line 780 feet to a stake in the northerly line of right of way of the H. & T. C. R.R. Co., 50 feet from center of track.

Thence along said right of way line, parallel with and 50 feet from said track center: - north 53 degrees 43 minutes west, 106 9/10 feet; and north 57 degrees 16 minutes west, 102 8/10 feet and north 61 degrees 25 minutes west, 100 feet; and north 65 degrees 34 minutes west, 100 feet; and north 70 degrees, 10 minutes west, 100 feet; and north 73 degrees 29 minutes west, 100 feet; and north 76 degrees 41 minutes west, 100 feet; and north 77 degrees 42 minutes west, 486-1/10 feet to the intersection of said right of way line and the east line of right of way fence of the I. & G. N. R. R. Co., 90 feet from track center of said I. & G. N. R. R.

Thence north 15 degrees 23 minutes east along said right of way fence, parallel with and 90 feet from said track center, 407-8/10 feet to the northwest corner of said Dupre tract.

Thence east 1005-9/10 feet to the place of beginning.

There is also included with the above tract a strip fifteen feet wide and adjoining the east right of way of the I. & G. N. R. R. Co from a point opposite the underhead crossing of said I. & G. N. R. R. and extending in a southwesterly direction about 350 varas to the north line of the above described tract and containing in both parcels together thirteen and 65.100 (13.65) acres.

LESS AND EXCEPT:

A parcel of land out of the G.W. Hartzog Survey, Abstract No. 697, and the W.R. Loving Survey, Abstract No. 948, also being a portion of a tract conveyed to the City of Fort Worth, by deed recorded in Volume 1642, Pages 333 & 334, Deed Records, Tarrant County, Texas more particularly described as follows:

Beginning at the northwest corner of said City tract said point also being the southwest corner of a tract conveyed to Paul. H. Brandt by deed recorded in Volume 1799, Page 283, Deed Records, said point being easterly a perpendicular distance of 90.0 feet from the centerline of the I&GN Railroad;

Thence: South 15 degrees 19 minutes 38 seconds West along the westerly line of said City tract 90.0 feet easterly of and parallel to said centerline of railroad, 421.7 feet to a point on a curve, the center of which bears North 13 degrees 19 minutes 28 seconds East a radius distance, of 5,679.58 said point being 50.0 feet northerly of and radical to the centerline of the Southern Pacific Railroad;

Thence: Easterly along said curve to the left and along a line 50.0 feet northerly of a Said centerline of railroad an arc distance of 133.04 feet to a point of tangent;

Thence: South 78 degrees 01 minutes 04 seconds East along the southern line of said City tract, 50.0 feet northerly of and parallel to said centerline of railroad 381.81 feet to the beginning of a curve to the right, the center of which bears South 11 degrees 58 minutes 56 seconds West a radius distance 1,482.4 feet;

Thence: Southeasterly along said curve to the right and the southerly line of said City tract along a line 50.0 feet, northerly of and concentric to said centerline, an arc distance of 167.07 feet;

Thence: North 18 degrees 33 minutes 40 seconds East 207.3 feet;

Thence: North 40 degrees 38 minutes 25 seconds West 174.05 feet;

Thence: North 71 degrees 34 minutes 34 minutes 02 seconds West 165.96 feet to a point in a chain link fence;

Thence: North 16 degrees 46 minutes 55 seconds East along said chain link fence 185.79 feet to a point in

the northerly line of said City tract and the southerly line of said tract described in Volume 1739, Page 283;

Thence: South 89 degrees 56 minutes 52 seconds West along the northern line of said City tract and the southerly line of said tract described in Volume 1790, Page 283, 400.74 feet to the place of beginning and containing 6.08 acres of land more or less.

Tract # 2 (16.463 acres):

Portion of the S.P. Loving and W.R. Loving Surveys situated about 3-1/2 miles southeast from the Courthouse in Tarrant County, Texas, and embracing the eastern portion of the second tract described in the deed from Lena Renfro et al, to Lizzie Dupre, of record in Vol. 401, page 485, of the Deed Records of Tarrant County.

Beginning at a stake in a north line of said tract 350 feet east of the re-entrant corner thereof, which is in the line between the said surveys, and this stake is the northeast corner of the tract conveyed to the H.&T.C.R.R. Co. by Mrs. Lizzie Dupre et al, by a deed of record in Vol. 676, page 187, said records.

Thence east along said north line 251 feet to a stake for the northeast corner of said tract.

Thence along the easterly boundary of said tract: south 35-1/2 east, 438-9/10 feet to a stake; and south 31-1/2 east, 277-8/10 feet to a stake; and south 28 east, 94-4/10 feet to a stake; and south 15 east, 566-6/10 feet to a stake; and south 26 west, 180-5/10 feet to a stake; and south 66 west, 72-2/10 feet to a stake; and south 74 west, 61-1/10 feet to a stake; and south 65 west, 10 feet to a stake in the northerly line of right of way of the H.&T.C.R.R. Co., 50 feet from track center.

Thence along said right of way line: north 49 degrees 10 minutes west parallel with and 50 feet from said track center, 274 feet; and north 40 degrees 50 minutes east 50 feet; and north 49 degrees 10 minutes west, parallel with and 100 feet from track center, 380 feet to a stake at the southeast corner of the said tract conveyed to the said H.&T.C.R.R. Co. by the deed of record in Vol. 676, page 187.

Thence along the eastern boundary of said tract: north 38 west, 258-2/10 feet to a stake; and north 77-4/10 feet to the place of beginning and containing sixteen and 463/1000 (16.463) acres.

Tract # 3 (5.651 acres):

A portion of the S.P. Loving Survey and a portion of a 37.3 acre of land known as Lot No. 4:

Beginning at a point in the west line of the S.P. Loving Survey, six hundred seventy (670) feet north of the center of the main tract of the Fort Worth Branch of the Houston & Texas Central Railroad Company, said point being an ell corner of a 37.3 acre tract, of which the land herein conveyed was a part, and also the southwest corner of the J.M. Ellis tract;

Thence east with the dividing line between the land of the grantor herein and the J.M. Ellis tract, three hundred fifty (350) feet to the northeast corner of the tract of land herein conveyed;

Thence south parallel with the west line of the S.P. Loving Survey, seven hundred seventy (770) feet to a point near a gully, which said point is one hundred fifty (150) feet northward and at right angles from the said center line of railroad;

Thence south 38 degrees east, two hundred fifty-five (255) feet to a point one hundred (100) feet northward and at right angles from the said center line;

Thence westward, parallel with said center line and one hundred feet therefrom, six hundred sixty (660) feet to a point in the west line of the S.P. Loving Survey;

Thence north with the said west line, five hundred thirty-six (536) feet to the place of beginning, containing 5.651 acres of land, and being the same property which was conveyed by Lizzie B. Dupre et vir to Houston & Texas Central Railroad Company by deed dated October 15, 1920, and recorded in Volume 676, page 187, of the Tarrant County Deed Records.

Tract # 4 (0.34 acres):

A portion of the W.R. Loving Survey situated about 3 1/2 miles southeast from the Courthouse in Tarrant County, Texas.

Beginning at the southeast corner of the first tract described in the deed from Lizzie Dupre, to Lena Renfro, of record in Vol. 401, page 482, of the Deed Records of Tarrant County, a stake in the east line of

said Loving Survey 864 varas south from the northeast corner of the George W. Hartzog Survey.

Thence south along said east line five varas or 13-9/10 feet to the northeast corner of the tract conveyed by Lena Renfro et al, to Lizzie Dupre by a deed of record in Vol. 401, page 485, of said records.

Thence west 1005-9/10 feet to the east fence along the right of way of the I. & G. N. R. R. Co.

Thence along said fence line north 15 degrees 23 minutes east, 14-4/10 feet to a stake at the southwest corner of the said Lena Renfro tract.

Thence east along the south line of said Renfro tract, 1002-2/10 feet to the place of beginning and containing thirty-four one-hundredths of an acre.

Exhibit "A-1"

33.316 acres of land (Berry/Yuma Yard), more or less, and more thoroughly described as follows:

Tract # 1 (7.57 acres):

Portions of the George W. Hartzog and W.R. Loving Surveys situated about 3 ½ miles southeast from the Courthouse in Tarrant County, Texas, and embracing a portion of the 2nd tract described in the deed from Lena Renfro et al, to Lizzie Dupre, of record in Vol. 401, page 485, of the deed records of Tarrant County.

Beginning at a northeast corner of said tract in the east line of the said W.R. Loving Survey and 869 varas south from the northeast corner of the said Hartzog Survey.

Thence south along said east line 780 feet to a stake in the northerly line of right of way of the H.&T.C. R.R. Co., 50 feet from center of tract.

Thence along said right of way line, parallel with and 50 feet from said track center: -north 53 degrees 43 minutes west, 106 9/10 feet; and north 57 degrees 16 minutes west, 102 8/10 feet and north 61 degrees, 25 minutes west, 100 feet and north 65 degrees and 34 minutes west, 100 feet and north 70 degrees, 10 minutes west, 100 feet, and north 73 degrees 29 minutes west, 100 feet; and north 76 degrees 41 minutes west, 100 feet; and north 77 degrees 42 minutes west, 100 feet to the intersection of said right of way line and the east line of right of way fence of the I. & G. N. R. R. Co., 90 feet from the track center of said I. & G. N. R. R.

Thence north 15 degrees 23 minutes east along said right of way fence, parallel with and 90 feet from said center of track, 407-8/10 feet to the northwest corner of said Dupre tract.

Thence east 1005-9/10 feet to the place of beginning.

There is also included with the above tract a strip fifteen feet wide and adjoining the east right of way of the I. & G. N. R. R. Co, from a point opposite the under head crossing of said I. & G. N. R. R. and extending in a southwesterly direction about 350 varas to the north line of the above described tract and containing both parcels together thirteen and 65/100 (13.65) acres.

LESS AND EXCEPT:

A Parcel of land out of the G.W. Hartzog Survey, Abstract No. 697 and the W.R. Loving Survey, Abstract No. 948, also being a portion of a tract conveyed to the City of Fort Worth, by deed recorded in Volume 1642, Page 333 and 334, Deed Records, Tarrant county, Texas more particularly described as follows:

Beginning at the northwest corner of said city tract, said point also being the southwest corner of a tract conveyed to Paul H. Brandt by deed recorded in Volume 1799, Page 283, deed records, said point being easterly a perpendicular distance of 90.0 feet from the centerline of the I&GN Railroad;

Thence South 15 degrees 19 minutes 38 seconds West along the westerly line of said city tract 90.0 feet easterly of and parallel to said centerline of railroad, 421.7 feet to a point of a curve the center of which bears north 13 degrees 19 minutes and 28 seconds east a radius distance of 5679.58, said point being 50.0 feet northerly of and radical to the centerline of the Southern Pacific Railroad;

Thence: Easterly along said curve to the left and along a line of 50 feet northerly of said centerline of railroad an arc distance of 133.04 feet to a point of tangent;

Thence; South 78 degrees 01 minutes 04 seconds east along the southern line said city tract, 50 feet northerly of and parallel to said centerline of railroad 381.81 feet to the beginning of a curve to the right, the center of which bears south 11 degrees 58 minutes west a radius distance 1482.4 feet;

Thence: Southeasterly along said curve to the right and the southerly line of said city tract along a line 50 feet, northerly of and concentric to said centerline, an arc distance of 167.07 feet;

Thence: North 18 degrees 33 minutes 40 seconds east 207.3 feet;

Thence: North 40 degrees 38 minutes 25 seconds West 174.05 feet;

Thence: North 71 degrees 34 minutes 02 seconds west 165.96 feet to a point in a chain link fence;

Thence: North 16 degrees 46 minutes 55 seconds east along said chain link fence 185.79 feet to a point in the northerly line of said city tract and the southerly line of said tract described in Volume 1739, Page 283;

Thence: South 89 degrees 56 minutes 52 seconds west along the northern line of said city tract and the southerly line of said tract described in Volume 1790, Page 283, 400.74 feet to the place of beginning and containing 6.08 acres of land, more or less.

Tract # 2 (16.463 acres)

Portion of the S.P. Loving and W.R. Loving Surveys situated about 3-1/2 miles southeast from the courthouse in Tarrant county, Texas and embracing the eastern portion of the second tract described in the deed from Lena Renfro et al, to Lizzie Dupre et al, by a deed record in Vol. 401, page 485, of the deed records of Tarrant county.

Beginning at a stake in a north line of said tract 350 feet east of the re-entrant corner thereof, which is in the line between the said surveys, and this stake is the northeast corner of the tract conveyed to the H.&T.C. R.R. Co., Mrs. Lizzie Dupree et al, by a deed of record in Vol. 676, page 187, said records.

Thence east along said north line 251 feet to a stake for the northeast corner of said tract.

Thence along the easterly boundary of said tract- south 35-1/2 east, 438-9/10 feet to a stake; and south 31 1/2 east, 277-8/10 feet to a stake; and south 28 east 94-4/10 feet to a stake; and south 15 east, 566-6/10 feet to a stake; and south 26 west, 180-5/10 feet to a stake; and south 66 west, 72-2/10 feet to a stake; and south 74 west, 61-1/10 feet to a stake; and south 65 west, 10 feet to a stake in the northerly line of right of way of the H.&T.C.R.R. Co. 50 feet from track center.

Thence along the right of way line; -north 49 degrees 10 minutes west parallel with and 50 feet from said track center 274 feet; and north 40 degrees 50 minutes east 50 feet; and north 49 degrees 10 minutes west, parallel with and 100 feet from track center, 380 feet to a stake at the southeast corner of said tract conveyed to the said H.&T.C.R.R. Co by the deed of record in vol 676, page 187.

Thence along the eastern boundary of said tract;- north 38 west, 258-2/10 feet to a stake; and north 772-4/10 feet to the place of beginning and containing 16 463/1000 (16.463) acres.

Tract # 3 (5.651 acres):

A portion of the S.P. Loving Survey and a portion of a 37.3 acre of land known as Lot No. 4:

Beginning at a point in the west line of the S.P. Loving Survey, 670 feet north of the center of the main tract of the fort worth branch of the Houston and Texas Central Rail-road Company, said point being an ell corner of a 37.3 acre tract, of which the land herein conveyed was a part, and also the southwest corner of the J.M. Ellis tract:

Thence east with the dividing line between the land of the grantor herein and the J.M. Ellis tract, 350 feet to the northeast corner of the tract of land herein conveyed.

Thence south parallel with the west line of the S.P. Loving survey, 770 feet to a point near a gully, which said point is 150 feet northward and at right angles from said center line of rail-road.

Thence south 38 degrees east, 255 feet to a point 100 feet northward and at right angles from said center line

Thence westward, parallel with said center line and 100 feet therefrom, 660 feet to a point in the west line of the S.P. Loving survey.

Thence north with the said west line, 536 feet to the place of beginning, containing 5.651 acres of land, and being the same property which was conveyed by Lizzie B. Dupre et vir to Houston & Texas Rail-Road Company by deed dated October 15, 1920 and recorded in Volume 676, page 187 of the Tarrant County Deed Records.

Tract # 4 (0.34 acres)

Portion of the W.R. Loving Survey situated about 3-1/2 miles southeast from the courthouse in Tarrant County, Texas

Beginning at the southeast corner of the first tract described in the deed from Lizzie Dupre, to Lena Renfro, of record in vol. 401 page 482 of the deed records of Tarrant County, a stake in the east line of said Loving Survey 864 varas south from the northeast corner of the George W. Hartzog Survey.

Thence south along said east line 5 varas or 13-9/10 feet to the northeast corner of the tract conveyed by Lena Renfro et al, to Lizzie Dupre by a deed of record in Vol 401, page 485 of said records.

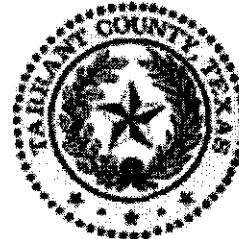
Thence west 1005-9/10 feet to the east fence along the right of way of the I. & G. N. R. R. Co.

Thence along said fence line north 15 degrees 23 minutes east, 14-4/10 feet to a stake at the southwest corner of the said Lena Renfro tract.

Thence east along the south line of said Renfro tract, 1002-2/10 feet to the place of beginning, and containing thirty four one hundredths of an acre.

Tract # 5 (3.292 acres, more or less)

Being the portion of that certain Railroad Right of Way lying within the S.P. Loving Survey, Abstract 943, and the W. R. Loving Survey, Abstract 948, Tarrant County, Texas, more particularly described in the instruments recorded in Volume 97, Page 458 and Volume 93, Page 360, but only the portion of the R-O-W adjacent to Tract #'s 1, 2 and 3 described above, beginning at the northern boundary of said right of way which lies adjacent to said Tracts 1, 2, and 3, and extending to the centerline of the variable width right of way. The acreage to be leased hereunder is the portion of the Railroad R-O-W lying adjacent to Tracts, 1, 2, and 3 as described in this Exhibit "A-1".



DALE RESOURCES LLC
2100 ROSS AVE STE 1870 LB-9

DALLAS TX 75201

Submitter: DALE RESOURCES LLC

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 01/21/2009 02:53 PM
Instrument #: D209016580
A 9 PGS \$44.00

By: _____



D209016580

**ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.**

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